

Constitution & Bylaws of the Federation of BC Writers – 2017

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Constitution

1. The name of the Society is Federation of British Columbia Writers.
2. The purposes of the Society are:
 - i. To promote excellence and professionalism in the literary arts in British Columbia.
 - ii. To improve the status of the literary arts in British Columbia by encouraging publication; providing information on markets and workshops; sponsoring readings, workshops and seminars; and establishing communication between writers and interested agents and markets
 - iii. (a) To encourage greater recognition of British Columbia writers and their achievements regionally and nationally.
(b) To provide information on the Province's literary resources to the people of British Columbia.
(c) To work cooperatively with other provincial and federal agencies and organizations concerned with writing and writing standards.
 - iv. To encourage and support young emerging writers in British Columbia

Bylaws of The Federation of British Columbia Writers (the "Society")

Part 1 — Definitions and Interpretation

1.1 Definitions

1.1 In these Bylaws:

"Act" means the [Societies Act](#) of British Columbia as amended from time to time;

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

1.2 Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

1.3 Conflict with Act or regulations

1.3 If there is a conflict between any of these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 — Members

2.1 Application for membership

2.1 A person may apply to the Directors, or designate, for membership in the society and on acceptance by the Directors, or designate, is a member.

2.2 Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

2.3 Amount of membership dues

2.3 The amount of the annual membership dues, in all categories, must be determined by the Board. The amount may be temporarily modified with the approval of the board, from time to time, when circumstances warrant.

2.4 Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

2.5 Member not in good standing may not vote

2.5 A voting member who is not in good standing

(a) may not vote at a general meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

2.6 One Honourary Life Membership may be issued per year, on resolution presented at the annual general meeting. Members so designated shall not be required to pay regular membership fees, and shall be otherwise considered members in good standing.

2.8 Termination of membership if member not in good standing

2.8 A person's membership in the Society is terminated if the person is not in good standing.

2.9 A person ceases to be a member of the society

(a) by delivering the member's resignation in writing to the Board of Directors, or designate, in person, by email or by mail,

(b) on his or her death or, in the case of a corporation, on dissolution,

(c) on being expelled, or

(d) on having been a member not in good standing for 30 days.

2.10 Expulsion of member

(a) A member may be expelled by a special resolution of the members passed at a general meeting

(b) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(c) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

2.11 These by-laws may not be altered or added to except by special resolution.

Part 3 — General Meetings of Members

3.1 Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

3.2 Notice of a general meeting must specify the place, day and hour of the meeting.

3.3 Ordinary business at general meeting

3.3 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

3.4 Notice of special business

3.4 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

3.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.6 Special business is all business at an extraordinary general meeting except the adoption of rules of order, and ordinary business as described under 3.3.

3.7 Chair of general meeting

3.7 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or

(iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

3.8 Alternate chair of general meeting

3.8 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

3.9 Quorum required

3.9 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

3.10 Quorum for general meetings

3.10 The quorum for the transaction of business at a general meeting is 20 voting members.

3.11 Proxies and voting members accepted by those present as being in attendance via digital connection are considered present.

3.12 Lack of quorum at commencement of meeting

3.12 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated

(b) in any other case, the meeting stands adjourned to an agreed upon date, time, and place within the next 30 days, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

3.13 If quorum ceases to be present

3.13 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated, with the exception of an adjourned meeting as described in para 3.11 (b), in which case an absolute quorum shall be ten voting members.

3.14 Adjournments by chair

3.14 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

3.15 Notice of continuation of adjourned general meeting

3.15 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

3.16 Order of business at general meeting

3.16 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

3.17 Methods of voting

3.17 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

3.18 Announcement of result

3.18 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

3.19 The chair of a general meeting shall not vote on any resolution except to break a tie.

3.20 Proxy voting

3.20 Voting by proxy is permitted in accordance with the policy set by the Board of Directors.

3.21 Electronic access

3.21 The board shall make every effort to ensure that voting members present digitally or electronically have access to all aspects of the meeting, as described in FBCW policy and procedure.

3.22 Matters decided at general meeting by ordinary resolution

3.22 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 4 — Directors

4.1 Number of directors on Board

4.1 The Society must have no fewer than 3 and of sufficient numbers to fill necessary positions as required by board policy.

4.2 Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors, must elect or appoint the Board.

4.3 Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

4.4 Term of appointment of director filling casual vacancy

4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

4.5 Directors may sit for two year terms of office as determined in accordance with Board policy. The maximum term of office for the President shall be no more than two consecutive two year terms.

4.6 Nominees for the board must be vetted by the FBCW Nominating Committee to ensure their qualifications for the position. Vetting includes completion of a Criminal Record Check.

Part 5 — Board of Directors' Meetings

5.1 Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors.

5.2 Notice of directors' meeting

5.2 At least 2 days' notice of a directors' meeting must be given unless two-thirds of the directors agree to a shorter notice period.

5.3 Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

5.4 Conduct of directors' meetings

5.4 The directors shall regulate their meetings and proceedings as outlined in policy and procedure.

5.5 Ordinary resolution voting by email between meetings

5.5 Where time is of the essence for the purpose of a resolution, the board may initiate a motion by email, fax, or other electronic means.

5.6 Quorum of directors

5.6 The quorum for the transaction of business at a directors' meeting is a majority of the directors, to a minimum of four, where at least two must be members of the executive.

Part 6 — Board Positions

6.1 Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions at the earliest opportunity, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

6.2 Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws, including Regional Representatives, are elected or appointed as directors at large.

6.3 Role of president

6.3 The president presides as chair of the Board of Directors and all other meetings of the society, and is responsible for guiding and overseeing the other directors in the execution of their duties and ensuring that they are fully informed about all important society matters.

6.4 Role of vice-president

6.4 The vice-president is responsible for carrying out the duties of the president if the president is absent or otherwise unable to act.

6.5 Role of secretary

6.5 The secretary is responsible for doing or making the necessary arrangements for the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking, preparing and distributing minutes of general meetings and directors' meetings;
- (c) keeping and maintaining the records of the society, except for those that are the responsibility of the treasurer;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

6.6 Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

6.7 Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes;
- (e) preparing and presenting a report to the annual general meeting that summarizes the financial activity of the society for the fiscal year, including the auditor's report.

Part 7 — Remuneration of Directors and Signing Authority

7.1 Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity. The board shall ensure that there is no conflict of interest in the provision of such services.

7.2 Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director,

(b) if the president is unable to provide a signature, by a member of the executive together with one other director,

(c) if the president and the member of the executive are both unable to provide signatures, by any 2 other directors, or

(d) in any case, by one or more members authorized by the Board to sign the record on behalf of the Society.

(e) The board shall ensure there is no conflict of interest related to signing authority.

Part 8 – Other provisions

8.1 The activities of the Society will be carried on without purpose of gain for its members and any income, profits or other accretions to the Society will be used in promoting the purposes of the Society. This paragraph was previously unalterable.

8.2 Upon winding-up or dissolution of the Society, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, will be distributed to such not-for-profit organizations or to such “qualified donees” as defined by the Income Tax Act as are designated by the Board. Any of such funds or property remaining which had originally been received for specific purposes will, wherever possible, be distributed to “qualified donees” carrying on work of a similar nature to such specific purposes. This paragraph was previously unalterable.